

IN THE UNITED STATES DISTRICT COURT FOR
THE SOUTHERN DISTRICT OF OHIO
WESTERN DISTRICT

TRI-STATE EDUCATIONAL SYSTEMS, INC.	:	CASE NO. C-1-02-379
d/b/a TRI-STATE SEMI DRIVER AND TRI-	:	
STATE SEMI DRIVER TRAINING, INC.,	:	
	:	
Plaintiff,	:	
	:	
vs.	:	
	:	
STUDENT MARKETING SERVICES, LLC and	:	
STUDENT FINANCE CORPORATION, et al.,	:	
	:	
Defendants.	:	

MOTION TO WITHDRAW AS COUNSEL
FOR STUDENT MARKETING SERVICES, LLC

Saul Ewing LLP, by and through attorneys Elizabeth Utz Witmer and Christine M. Kovan, and Taft, Stettinius & Hollister, LLP, by and through its attorney Russell S. Sayre, attorneys for Defendant STUDENT MARKETING SERVICES, LLC ("SMS"), hereby respectfully request permission to withdraw from representing SMS.

1. Elizabeth Utz Witmer and Christine M. Kovan of Saul Ewing LLP, attorneys of record (*pro hac vice*), and Russell S. Sayre of Taft, Stettinius & Hollister, LLP, local counsel, represent SMS in this matter.¹

¹ By order dated January 13, 2003, this Court granted the request of Ms. Witmer and Ms. Kovan to appear *pro hac vice* on behalf of SMS. The order presented to the Court mistakenly referenced Student Finance Corporation ("SFC"). SFC is a separate legal entity that has been in bankruptcy since 2002. Saul Ewing LLP, Ms. Witmer and Ms. Kovan have never represented and do not represent SFC. Accordingly, they did not enter an appearance on SFC's behalf. David A. Gradwohl and Anthony P. DeMichele of Fox, Rothschild, O'Brien & Frankel, LLP entered their appearance for SFC on August 15, 2002, and, to the best of our knowledge, they have never withdrawn their appearance.

2. By Order dated December 2, 2002, this Court stayed the case pending the disposition of the Student Finance Corporation bankruptcy ("SFC Bankruptcy"). The SFC Bankruptcy is still pending.

3. SMS is no longer operating and has no assets.

4. This motion is based on good cause. SMS retained Saul Ewing LLP as counsel and Taft, Stettinius & Hollister, LLP as local counsel in November, 2002. SMS has been unable to meet its significant obligations to Saul Ewing LLP and to Taft, Stettinius & Hollister, LLP in this matter and others.

5. SMS has no insurance coverage to pay its defense costs.

6. SMS has consented to the withdrawal and to this Motion to Withdraw. See Exhibit "A."


7. The relief requested in this Motion to Withdraw is not sought for purposes of delay.

WHEREFORE, counsel for Student Marketing Services, LLC respectfully requests that the Court enter an Order permitting Saul Ewing LLP and Elizabeth Utz Witmer and Christine M. Kovan to withdrawal as counsel, and Taft, Stettinius & Hollister, LLP and Russell S. Sayre to withdrawal as local counsel, for SMS.

Respectfully submitted,

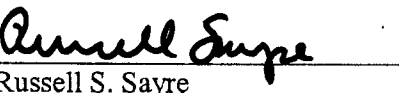
SAUL EWING LLP

Dated: November 1, 2005

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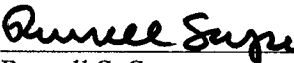
Dated: November 2, 2005

By: 
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ATTORNEYS FOR DEFENDANT
STUDENT MARKETING SERVICES, LLC

CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the above and foregoing document was mailed by certified mail, return receipt requested, and/or first class mail, postage prepaid, to all parties listed on the attached Service List on this 2 day of November, 2005.



Russell S. Sayre

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